

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Objection Deadline: March 7, 2024 at 4:00 p.m. (ET)

Hearing Date: March 14, 2024 at 3:00 p.m. (ET)

**COVER SHEETS FOR SECOND INTERIM APPLICATION OF
BAKER & HOSTETLER LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
OCTOBER 1, 2023 TO AND INCLUDING DECEMBER 31, 2023**

Name of Applicant: Baker & Hostetler LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective June 27, 2023

Period for Which Compensation and Reimbursement Are Requested: October 1, 2023 – December 31, 2023

Total Amount of Compensation (100%): \$264,801.65

Amount of Compensation Requested by Prior Monthly Fee Applications (80%): \$211,841.32

Amount of Compensation Held Back from Prior Monthly Fee Applications (20%): \$52,960.33

Total Amount of Expense Reimbursement: \$3,018.81

Aggregate Amount of Compensation and Expense Reimbursement: \$267,820.46

This is an interim fee application.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

MONTHLY FEE APPLICATIONS FILED

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
		Requested		Approved On Monthly Basis		Holdback		Total Approved By Interim Order	
Date; D.I.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses	Fees	Expenses
12/18/2023 D.I. 836	10/01/2023 – 10/31/2023	\$106,814.75	\$2,980.43	\$85,451.80	\$2,980.43	\$21,362.95	\$0.00	TBD	TBD
01/22/2024 D.I. 928	11/01/2023 – 11/30/2023	\$83,544.75	\$0.00	\$66,835.80	\$0.00	\$16,708.95	\$0.00	TBD	TBD
02/13/2024 D.I. 970	12/01/2023 – 12/31/2023	\$74,442.15	\$38.38	TBD	TDB	TBD	TBD	TBD	TBD

**SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

Name of Professional	Date of Bar Admission	Position with the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Susan L. Atkinson		Paralegal	260.00	3.8	1,007.00
Cory N. Barnes	11/13/2018	Associate	450.00	.4	180.00
Erica Barrow Clark	12/03/2013	Associate	970.00	2.3	2,231.00
David H. Brown	06/27/2021	Associate	610.00	14.8	9,028.00
Orga Cadet	06/27/2018	Associate	760.00	3.4	2,584.00
Suzanne K. Hanselman	11/18/1991	Partner	805.00	.3	241.50
Scott C. Holbrook	11/20/2000	Partner	690.00	14.9	10,281.0
Daniel M. Kavouras	11/05/2012	Partner	565.00	3.2	1,808.00
Thomas R. Lucchesi	10/29/1984	Partner	920.00	3.5	3,220.22
Melissa B. Mannino	05/05/1996	Partner	1,020.00	.6	612.00
Michael H. McDonald		Litigation Project Mgr.	310.00	.5	155.00
Brian M. Murray	11/08/1999	Partner	685.00	9.2	6,302.00
Anthony B. Ponikvar	11/07/2016	Associate	500.00	38.2	19,100.00
Scott E. Prince	11/07/2016	Associate	500.00	1.5	750.00
Jamie S. Reiner	11/16/2023	Associate	445.00	1.5	667.50
Sabrina L. Shadi	12/06/1999	Partner	790.00	3.1	2,449.00
Douglas L. Shively	01/11/2016	Partner	555.00	1.0	555.00
Janet A. Spreen	05/16/2005	Partner	780.00	196.9	153,582.00
Brittany E. Stevenson	12/14/2020	Associate	400.00	83.4	33,360.00
Sarah M. Szalay		Paralegal	260.00	1.2	312.0
Michael A. VanNiel	11/13/2001	Partner	790.00	34.9	27,571.00
Jeffrey R. Vlasek	11/05/2007	Partner	555.00	35.3	19,672.50
TOTAL INCURRED				453.9	295,668.50
LESS DISCOUNTS					-30,866.85
TOTAL AMOUNT				453.9	264,801.65
				Blended Rate:	
				583.39	

STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

Task Code	Category Description	Total Hours	Total Fees
B100	Administration	11.8	6,944.00
B110	Case Administration	14.7	11,973.00
B160	Fee – Employment Applications	11.7	8,172.00
B190	Other Contested Matters	7.5	5,925.00
B200	Operations	26.3	20,545.00
B210	Business Operations	46.5	27,579.50
B460	Securities Matters	271.9	177,874.00
B470	Karma Automotive LLC v. Client, et al.	60.3	34,564.00
B510	General Benefit Matters	3.2	2,192.00
	Totals	453.9	295,668.50
	Less Discounts		-30,866.85
	Totals	453.9	264,801.65

EXPENSE SUMMARY

Expense Category	Amount
Delivery Services	105.85
Miscellaneous	225.46
Printing	2,687.50
Total:	\$3,018.81

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**SECOND INTERIM APPLICATION OF
BAKER & HOSTETLER LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
OCTOBER 1, 2023 TO AND INCLUDING DECEMBER 31, 2023**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “**Interim Compensation Procedures**”), Baker & Hostetler LLP (“**B&H**”), special litigation and corporate attorneys for the debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 case, hereby files this second interim application (this “**Application**”) for the period from October 1, 2023 to and including December 31, 2023 (the “**Application Period**”) requesting (a) interim allowance and payment of \$267,820.46, consisting of (i) compensation for professional services to the Debtors in the amount of \$264,801.65, representing 100% of the fees earned by B&H for professional services to the Debtors during the Application Period, and (ii) reimbursement of 100% of the actual and necessary expenses incurred by B&H during the Application Period in connection with such services in the amount of

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\$3,018.81, without prejudice to B&H's right to seek additional compensation for services performed and expenses incurred during the Application Period, if any, which were not processed at the time of this Application, and (ii) grant such other and further relief as is just and proper.

Specifically, B&H requests that the Court award interim allowance of the compensation and reimbursement expenses that were the subject of the following Monthly Fee Applications (as defined below) that covered the Application Period.

On December 18, 2023, B&H filed its fourth monthly fee application (the "**Fourth Monthly Fee Application**") for the period from October 1, 2023 to October 31, 2023 [Docket No. 836]. Pursuant to the Interim Compensation Procedures, B&H has been paid \$88,432.23, representing \$85,451.80 (80% of the \$106,814.75 of fees earned) and \$2,980.43 in expenses, and \$21,362.95 in fees have been held back.

On January 22, 2024, B&H filed its fifth monthly fee application (the "**Fifth Monthly Fee Application**") for the period of November 1, 2023 to November 30, 2023 [Docket No. 928]. Pursuant to the Interim Compensation Procedures, B&H has not been paid \$66,835.80, representing \$66,835.80 (80% of the \$83,544.75 of fees earned) and \$0.00 in expenses, and \$16,708.95 in fees will have been held back.

On February 13, 2024, B&H filed its sixth monthly fee application (the "**Sixth Monthly Fee Application**," and together with the Fourth Monthly Fee Application and the Fifth Monthly Fee Application, the "**Monthly Fee Applications**") for the period of December 1, 2023 to December 31, 2023 [Docket No. 970]. While the objection period for the Sixth Monthly Fee Application under the Interim Compensation Procedures has not yet passed, should no objection be made, then B&H would be paid \$59,592.10, representing \$59,553.72 (80% of the \$74,442.15 of fees earned) and \$38.38 in expenses, and \$14,888.43 in fees will have been held back.

As set forth in the Monthly Fee Applications, the compensation and reimbursement expenses that were the subject of the Monthly Fee Applications reflected voluntary reductions made by B&H before filing of, in the aggregate, \$30,866.85 in fees.

Exhibits A and **B** attached hereto contain certain schedules pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “**U.S. Trustee Guidelines**”).²

In addition, B&H states as follows in response to the questions set forth in paragraph C.5 of the U.S. Trustee Guidelines:

1. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Application Period? If so, please explain.
 - a. **As described more fully in the application to retain B&H ([Docket No. 199], B&H agreed to a variety of courtesy and other discounts from its standard or customary billing rates, fees, and terms for services pertaining to this engagement. The amounts requested in this Application reflect the discounts to which B&H agreed.**
2. If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?
 - a. **The reasons for the variation were discussed with and approved by the client in light of the substantial discounts to fees provided to the client, which inure to the estate’s benefit.**
3. Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?
 - a. **The professionals included in this Application did not vary their hourly rate based on the geographic location of the bankruptcy case.**
4. Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does

² Details of B&H’s fees and expenses for the Application Period are attached as exhibits to B&H’s Monthly Fee Applications.

not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

- a. Yes. This Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of B&H's Monthly Fee Applications relating to the Application Period. B&H is seeking compensation for approximately \$4,977 in fees with respect to reviewing and revising time records to prepare such Monthly Fee Applications.**
5. Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
 - a. No.**
6. If the Application includes any rate increases since retention:
 - a. Did your client review and approve those rate increases in advance?
 - i. N/A.**
 - b. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?
 - i. N/A.**

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Dated: February 14, 2024

BAKER & HOSTETLER LLP

/s/ Michael A. VanNiel

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*Special Litigation and Corporate Counsel
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